

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 22251-C FILED

NOV 08 '06

1-15 PM

November 7, 2006

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 is one (1) fully executed and acknowledged originals and two (2) photocopies of a Memorandum of Assignment Agreement dated as of October 30, 2006, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease Agreement for Schedule No. 2 dated as of April 1, 2005 to Lease Agreement dated as of June 11, 1999, which was filed and recorded on January 13, 2006 under Recordation Number 22251-A.

The names and addresses of the parties to the enclosed documents are:

Assignor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Assignee: GATX Financial Corporation, Rail Division
500 West Monroe Street
Chicago, IL 60661-3676

Mr. Vernon A. Williams

November 7, 2006

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The descriptions of the railroad equipment covered by the enclosed documents are:

One hundred forty-nine (149) 50-foot, Plate F boxcars with 10-foot plug doors marked and numbered KCS 129575 through KCS 129724 excluding KCS 129705.

Also enclosed is a check for \$34 each payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Memorandum of Assignment dated as of October 30, 2006
between Greenbrier Leasing Company LLC, as Assignor, and
GATX Financial Corporation, as Assignee

If you have any questions, please do not hesitate to call.

Sincerely,



Janet E. Germer
Executive Assistant

jeg
Enclosure

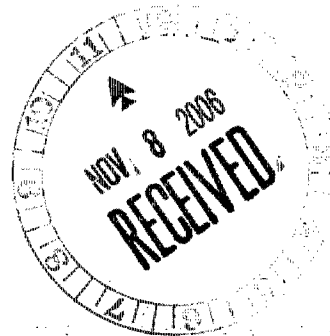
cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

GATX FINANCIAL CORPORATION

OCTOBER 30, 2006

Memorandum of Assignment Agreement made and entered into as of October 30, 2006, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company, ("Assignor") and GATX Financial Corporation, a Delaware corporation ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Kansas City Southern ("Lessee") one hundred forty-nine (149) 50-foot, Plate F boxcars with 10-foot plug doors marked and numbered KCS 129575 through KCS 129724 excluding KCS 129705 pursuant to Schedule No. 2 dated as of April 1, 2005 to that certain Lease Agreement dated as of June 11, 1999 (the "Lease"). A Memorandum of Lease for Schedule No. 2 was filed with the Surface Transportation Board on January 13, 2006 and assigned Recordation No. 22251-A.
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING COMPANY LLC

By: _____

Title: _____

GATX FINANCIAL CORPORATION

By: _____

Title: _____

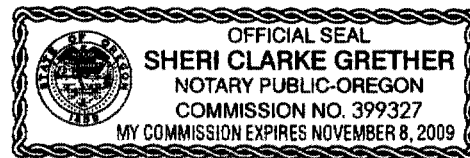
STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 30th day of October, 2006, before me personally appeared Mark Rittenbaum, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires: 11-8-2009



STATE OF)
) ss.
COUNTY OF)

On this ____ day of _____, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of _____ and that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC

My commission expires:

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING COMPANY LLC

By: _____

Title: _____

GATX FINANCIAL CORPORATION

By: *Rinda Hyer*

Title: VICE PRESIDENT

State of California)
) ss.
County of San Francisco)

On October 30th, 2006 before me, Rebecca M. Pena, Notary Public, personally appeared Linda Hexem, personally know to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS, my hand and official seal.



